

Chicago and NorthWestern
Transportation Company

June 3, 1991

RECORDATION NO. *9432-E*
FILED 1400

JUN 4 1991 -11 15 AM

File No: A-10671

INTERSTATE COMMERCE COMMISSION



One NorthWestern Center
Chicago, Illinois 60606

Office of the Secretary
312-559-6156

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

1-155A007

Re: First Security Agreement dated March 1, 1978 between Continental Illinois National Bank and Trust Company of Chicago, and Chicago and North Western Transportation Company recorded June 8, 1978, assigned Recordation No. 9432.

Dear Mr. Strickland:

Pursuant to Section 11303 (formerly Section 20C) of the Interstate Commerce Act, enclosed for recordation in relation to the above-referenced agreements are Counterparts of a Bill of Sale dated February 1, 1991 covering 96, 1,958 cubic foot capacity ballast cars.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number for the filing. Our records indicate that the last filing was 9432-C. Retain one Counterpart for your files, and return the remaining Counterparts showing recordation data.

Sincerely,

K. A. Dombrowski

K. A. Dombrowski
Assistant Secretary

Enclosures

cc: J. E. Voldseth
M. H. Shumate
R. C. Gancarz
R. R. DeWitt
K. H. Lange
Arthur Andersen & Co. (Joe Adams)

CSD11/3(1.1)

RECEIVED
JUN 11 1991
CHICAGO
NORTHWESTERN
TRANSPORTATION COMPANY

Completed


I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected ASSISTANT SECRETARY of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and custodian of the records, files and corporate seal of said Company.

REGISTRATION NO. 9432-E
FILED 1991

JUN 4 1991 - 11:22 AM

I FURTHER CERTIFY that the annexed and foregoing is a full, true and correct copy of a Bill of Sale dated February 1, 1991 contained in the files of said Company concerning a Lease and Security Agreement dated March 1, 1978 with the Chicago and North Western Transportation Company.

WITNESS my signature and the corporate seal of said Chicago and North Western Transportation Company this 3rd day of June A.D., 1991.

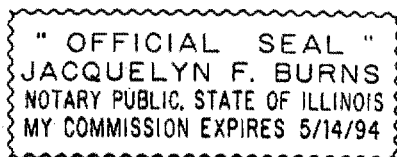

K. A. DOMBROWSKI
Assistant Secretary

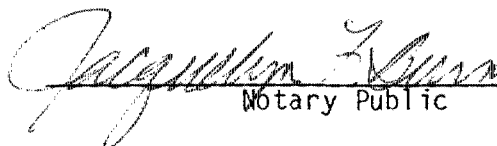
(Corporate Seal)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 3rd day of June, 1991, before me, personally appeared K. A. DOMBROWSKI, to me known to be the person described in and who executed the foregoing instrument and she acknowledged that she executed the same as her free act and deed.

(SEAL)




Notary Public

cs/p4/15(10)

BILL OF SALE

9432 F
JUN 4 1991 - 11:43 AM

INTERSTATE COMMERCE COMMISSION

Continental Bank N.A., as Trustee (the "Seller") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered, and by these presents does hereby bargain, sell, grant, convey, transfer and deliver unto Chicago and North Western Transportation Company (the "Buyer"), the unit(s) of equipment described in Schedule A attached hereto ("the Equipment"):

TO HAVE AND TO HOLD the same unto the Buyer, its successors and assigns forever;

THE SELLER HEREBY WARRANTS to the Buyer, its successors and assigns, that upon the sale hereunder of each unit of the Equipment to the Buyer, as aforesaid, the Seller had legal title thereto, and good and lawful right to sell the same, and that title to such unit was then free of all claims, liens, security interests and other encumbrances of any nature arising by, through or under the Seller, and the Seller covenants that it will warrant and defend such title against all ^{such} claims and demands whatsoever.

EXCEPT AS PROVIDED IN THE IMMEDIATELY PRECEDING PARAGRAPH, SELLER HEREBY DISCLAIMS ANY AND ALL REPRESENTATIONS AND WARRANTIES, WHETHER EXPRESS OR IMPLIED. BUYER ACKNOWLEDGES AND AGREES THAT (i) SELLER SHALL NOT BY VIRTUE OF HAVING SOLD THE GOODS, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, QUALITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE GOODS AND (ii) SELLER DISCLAIMS AND BUYER WAIVES ALL OTHER WARRANTIES, GUARANTEES OR LIABILITIES, EXPRESS OR IMPLIED, ARISING BY LAW, EQUITY OR OTHERWISE, INCLUDING, WITHOUT LIMITATION, ANY OBLIGATION OR LIABILITY IN TORT OR CONSEQUENTIAL DAMAGES, it being agreed and understood that all such risks are to be borne by Buyer. Buyer purchases the Goods "AS IS" and "WHERE IS" and the description of the goods given herein is for the sole purpose of identification and is not part of the basis of the bargain.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by its Vice President thereunto duly authorized, and its corporate seal to be hereunto affixed and to be attested by its Trust Officer Secretary, this 1st day of February, 1991.

(CORPORATE SEAL)

CONTINENTAL BANK, N.A., formerly known as*

(Name of Corporation)

By: _____

(Signature)

J. C. Mull, Jr.

(Type Name of Officer)

VICE PRESIDENT

(Title)

Attest:

Alice Thachane
Secretary TRUST OFFICER

* Continental Illinois National Bank and Trust Company of Chicago, not in its individual capacity, but solely as Trustee under Trust Agreement dated as of March 1, 1978.

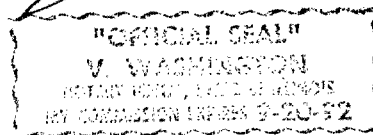
STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 15th day of February, 1991, before me personally appeared J. C. Mull, Jr., to me personally known, who being by me duly sworn, says that he is a Vice President of CONTINENTAL BANK N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors; and said J. C. Mull, Jr. acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(SEAL)

V. Washington
Notary Public

My Commission Expires: 9-20-92



SCHEDULE A

Equipment Description

(Attached to and Forming a Part of a
Bill of Sale Issued by
Continental Bank N.A. as Trustee to

Ninety six (96), 1958 cubic foot capacity Ballast cars marked and
numbered as follows:

CNW X201820 through X201830;
X201832 through X201845;
X201847 through X201860;
X201862 through X201918